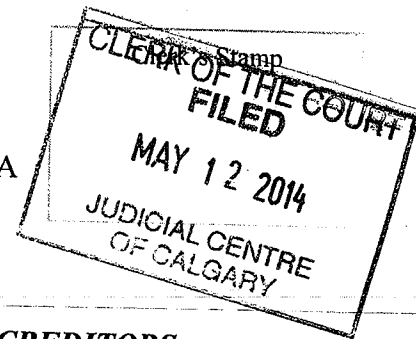


COURT FILE NUMBER 1201-10691

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE Calgary



APPLICANTS

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36**

**AND IN THE MATTER OF THE BUSINESS CORPORATIONS
ACT, R.S.A. 2000, c. B-9**

**AND IN THE MATTER OF LIBERTY CROSSING LIMITED
PARTNERSHIP, and LIBERTY CROSSING GENERAL
PARTNER INC.**

DOCUMENT

**ORDER RE:
FINAL DISTRIBUTION
DISCHARGE OF CRO**

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

Robyn Gurofsky
Borden Ladner Gervais LLP
1900, 520 3rd Ave. S.W.
Calgary, AB T2P 0R3
Telephone: (403) 232-9774
Facsimile: (403) 266-1395
Email: rgurofsky@blg.com
File No. 439537-000005

I hereby certify this to be a true copy of
the original order
Dated this 12 day of May 2014
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: May 9, 2014

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: JUSTICE K. HORNER

UPON the application of BTM Advisory Services Inc. in its capacity as court appointed chief restructuring officer of Liberty Crossing Limited Partnership and Liberty Crossing General Partner Inc. (together, referred to herein as the "Applicants"); AND UPON having read the Affidavit of Gary L. Bentham filed May 5, 2014 (the "Bentham Affidavit"); AND UPON having read the Tenth Report of Ernst and Young Inc. in its sole capacity as monitor (the "Monitor") of the

Applicants, filed May 5, 2014 (the "Tenth Report"); **AND UPON** having read the affidavits, pleadings, reports and other materials filed in this action; **AND UPON** hearing from counsel for the Court appointed Chief Restructuring Officer (the "CRO"), BTM Advisory Services Inc. and Gary L. Bentham, counsel for the Monitor and any other counsel in attendance at this application;

IT IS HEREBY ORDERED AND DECLARED AS FOLLOWS:

Service

1. The manner of service of the within Application and the materials filed in support thereof is hereby approved and validated, the time for service thereof is abridged to the time actually given and the Application is properly returnable today.
2. Service of this Order by email, facsimile, registered mail, courier or personal deliver to the persons listed on the service list shall constitute good and sufficient service of this Order and no persons other than those listed on the service list are entitled to be served with a copy of this Order.

CRO's Activities

3. The actions and conduct of the CRO are approved and the CRO has satisfied all of its duties and obligations as chief restructuring officer of the Applicants in accordance with the CRO Order dated August 24, 2012.

Professional Fees and Disbursements

4. The fees and disbursements of the CRO, as summarized at paragraph 21 of the Tenth Report are hereby approved.
5. The fees and disbursements of counsel to the Applicants, as summarized at paragraph 21 of the Tenth Report are hereby approved.

Final Distribution

6. The Proposed Final Distribution, as such term is defined in the Bentham Affidavit, is hereby approved and the CRO is authorized and directed to take such additional steps and execute any additional documents as the Applicants and the CRO deem necessary or desirable for the completion

of the Proposed Final Distribution, with any amendments or variations to the Proposed Final Distribution to be agreed upon between the CRO and the Monitor without further order of this Court.

7. Notwithstanding:

- (a) The pendency of these proceedings;
- (b) Any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) Any assignment in bankruptcy made in respect of the Applicants;

the Proposed Final Distribution and associated provisions of this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute or be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

Discharge of CRO

8. Upon completion of the Outstanding Items listed in paragraph 16 of the Tenth Report, the CRO shall be discharged as chief restructuring officer of the Applicants and shall have no further liabilities, obligations, responsibilities or duties with respect to the Applicants, including without limitation, any duties arising under the CCAA, the CRO Order or any other order issued in the within proceedings.

9. The CRO shall not be liable for any act or omission, including without limitation, any act or omission pertaining to the discharge of the CRO's duties as chief restructuring officer of the Applicants, save and except for any liability arising out of ^{gross negligence} fraud or wilful misconduct on the part of the CRO.

10. Any and all claims against the CRO arising from, relating to or in connection with the performance of the CRO's duties and obligations as chief restructuring officer of the Applicants, save and except for claims based on ^{gross negligence, etc.} fraud or wilful misconduct on the part of the CRO, shall be forever barred and extinguished.

11. No action or proceeding arising from, relating to or in connection with the performance of the CRO's duties and obligations as chief restructuring officer of the Applicants and/or the property, assets and undertakings of the Applicants may be commenced or continued without the prior leave of this Honourable Court, on notice to the CRO and on such terms as this Honourable Court may direct.



J.C.Q.B.A.